

Exhibit E3



Dion W. Hayes
804.775.1144

One James Center
901 East Cary Street
Richmond, VA 23219-4030

August 12, 2009

REMITTANCE COPY
PLEASE RETURN WITH PAYMENT
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91168703

Circuit City Stores, Inc.
4951 Lake Brook Drive
Glen Allen, VA 23060

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$76,321.54
(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)

Current Invoice:	
Current Fees:	\$248,910.00
Current Disbursements:	<u>\$10,670.22</u>
Current Invoice Total:	<u>\$259,580.22</u>

Total Balance Due:	<u><u>\$335,901.76</u></u>
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PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP
Attn: Accounts Receivable
901 E. Cary Street
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION



Dion W. Hayes
804.775.1144

One James Center
901 East Cary Street
Richmond, VA 23219-4030

August 12, 2009

Circuit City Stores, Inc.
4951 Lake Brook Drive
Glen Allen, VA 23060

Bill Through: 07/31/09

INVOICE NO. 91168703

TAX ID NO. 54-0505857

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:

Re: General Case Administration

Our File No.	2055557-0010
Circuit City Contact	Michelle Mosier
McGuireWoods Contact	Douglas M. Foley

07/01/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy cases and related issues Daniel F. Blanks 2.50 hours at 375.00 per hour.	\$937.50
07/01/09	Chart telephone calls and issues to be resolved Nancy S. von Barga .30 hours at 220.00 per hour.	\$66.00
07/01/09	Prepare documents for 7/6/09 hearing (2.2); review and hearing agenda (.8) Linda J. Neilson 3.00 hours at 185.00 per hour.	\$555.00
07/01/09	Review hearing transcript for specific arguments and rebuttal (.7); e-mail to professionals regarding same (.2); chart responses to omnibus objections (1.4) Karen B. Cain 2.30 hours at 195.00 per hour.	\$448.50
07/02/09	Review, draft and revise agenda for July 6th and e-mails and telephone calls with creditors and debtors professionals regarding same Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00

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07/02/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy case and related issues (.8); review documents, correspondence and other material regarding same (.8); review, analyze, revise and file proposed agenda for July 6th omnibus hearing (.6); e-mails and telephone conferences with debtors' professionals regarding same (.6) Daniel F. Blanks 2.80 hours at 375.00 per hour.	\$1,050.00
07/02/09	Research bankruptcy court docket for responses to objections (2.6); analyze omnibus objection responses (1.9); work on agenda exhibit for omnibus objections (1.7); work on omnibus hearing agenda (.7); e-mail to and from professionals regarding same (.4) Karen B. Cain 7.30 hours at 195.00 per hour.	\$1,423.50
07/03/09	Review agenda and pleadings in preparation for hearing on July 6th Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
07/05/09	Prepare professionals' omnibus hearing binders (.9); prepare and finalize court agenda (.6) Karen B. Cain 1.50 hours at 195.00 per hour.	\$292.50
07/06/09	Prepare for and attend omnibus hearing on July 6th and review pleadings regarding same Douglas M. Foley 3.90 hours at 550.00 per hour.	\$2,145.00
07/06/09	Multiple telephone conferences and e-mails with creditors, parties in interest and debtors' professionals regarding bankruptcy cases and related issues Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
07/06/09	Monitor creditor hotline (.1); chart telephone calls and issues to be resolved (.3); return creditor telephone calls (.2) Nancy S. von Barga .60 hours at 220.00 per hour.	\$132.00
07/06/09	Work on hearing binders (.7); research and analyze bankruptcy court filings (1.4); prepare documents and exhibits for omnibus hearing (2.1) Karen B. Cain 4.20 hours at 195.00 per hour.	\$819.00

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07/07/09	Multiple telephone conferences and e-mails with parties regarding bankruptcy cases and related issues and review and analyze multiple claims, documents, pleadings and other material regarding same Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
07/07/09	File affidavits of service and arrange for file Bryan A. Stark 2.00 hours at 295.00 per hour.	\$590.00
07/07/09	Prepare suggestion in bankruptcy and clerk letter for Changzou matter (.9); prepare responses to garnishments, subpoenas, etc. (2.1) Linda J. Neilson 3.00 hours at 185.00 per hour.	\$555.00
07/07/09	Research bankruptcy court docket regarding administrative expense filings (1.2); analyze filings for calendar (.9) Karen B. Cain 2.10 hours at 195.00 per hour.	\$409.50
07/08/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy cases and related issues regarding same and review and analyze claims, pleadings, notices and other items regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
07/08/09	Prepare 7/23/09 hearing items chart Linda J. Neilson .90 hours at 185.00 per hour.	\$166.50
07/09/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy cases and related issues and review and analyze claims, pleadings, and other documentation regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
07/09/09	Chart telephone calls and issues to be resolved Nancy S. von Barga .20 hours at 220.00 per hour.	\$44.00
07/10/09	Chart telephone calls and issues to be resolved Nancy S. von Barga .30 hours at 220.00 per hour.	\$66.00
07/10/09	Review and prepare responses to garnishments, etc. Linda J. Neilson 1.40 hours at 185.00 per hour.	\$259.00

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07/13/09	Begin review of agenda and matters set for hearing on July 23rd and e-mails with clerk's office, client and debtors professionals regarding same	Douglas M. Foley	1.20 hours at 550.00 per hour.	\$660.00
07/13/09	Review requests and prepare responses to garnishments, subpoenas and complaints	Linda J. Neilson	6.40 hours at 185.00 per hour.	\$1,184.00
07/14/09	Begin review and analysis of matters on agenda for 7/23 docket and prepare for same	Douglas M. Foley	1.20 hours at 550.00 per hour.	\$660.00
07/14/09	Review and prepare agenda for hearing on 7/16/2009 (1.0); prepare responses to garnishment requests (1.1)	Linda J. Neilson	2.10 hours at 185.00 per hour.	\$388.50
07/15/09	Review and organize requests for garnishments, subpoenas and prepare responses	Linda J. Neilson	2.90 hours at 185.00 per hour.	\$536.50
07/16/09	Review and organize requests for garnishments, subpoenas and prepare responses	Linda J. Neilson	2.70 hours at 185.00 per hour.	\$499.50
07/16/09	Assist with hearing preparations (.4); research bankruptcy court docket (.7)	Karen B. Cain	1.10 hours at 195.00 per hour.	\$214.50
07/17/09	Review and organize requests for garnishments, subpoenas and prepare responses	Linda J. Neilson	2.10 hours at 185.00 per hour.	\$388.50
07/17/09	E-mail to and from court reporters regarding hearing transcript	Karen B. Cain	.20 hours at 195.00 per hour.	\$39.00
07/18/09	Review agenda for matters on 7/23 docket and review pleadings (.4); e-mails regarding responses to subpoenas and document requests from creditors and third parties relating to criminal prosecutions (.3)	Douglas M. Foley	.70 hours at 550.00 per hour.	\$385.00

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07/20/09	Multiple telephone conferences and e-mails with parties regarding bankruptcy cases and other related issues and review and analyze documents, pleadings and other items regarding same and telephone conferences and e-mails with parties regarding vendor insurance issues and analyze issues regarding same Daniel F. Blanks 2.50 hours at 375.00 per hour.	\$937.50
07/20/09	Correspond with debtor regarding various requests for information from creditors and former employees (.4); correspond with representatives of former employees regarding employment records (.4) Bryan A. Stark .80 hours at 295.00 per hour.	\$236.00
07/20/09	Review and prepare hearing agenda and exhibit for 7/23/09 hearing (2.0); prepare documents for hearing (2.9) Linda J. Neilson 4.90 hours at 185.00 per hour.	\$906.50
07/20/09	Research bankruptcy court docket on multiple fee applications (1.7); analyze applications for interim amounts (.7); work on breakdown chart of applications (.9); review application status with B. Stark (.3); prepare application binders for omnibus hearing (.6) Karen B. Cain 4.20 hours at 195.00 per hour.	\$819.00
07/21/09	Begin review and revisions to agenda for 7/23 docket and preparation for same Douglas M. Foley 1.10 hours at 550.00 per hour.	\$605.00
07/21/09	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy cases and related issues and review documents, pleadings and other items regarding same (2.2); continue drafting, revising and filing agenda and multiple e-mails and telephone conferences with debtors' professionals regarding same (1.3) Daniel F. Blanks 3.50 hours at 375.00 per hour.	\$1,312.50
07/21/09	Prepare documents for 7/23/09 hearing Connie Ferrell 1.10 hours at 215.00 per hour.	\$236.50
07/21/09	Review, revise and prepare 7/23/09 hearing agenda and exhibit for filing Linda J. Neilson 3.10 hours at 185.00 per hour.	\$573.50

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07/21/09	Work on fee application chart (.9); work on fee application binders (.7); research administrative objections (1.2); assist with preparation for omnibus objection response arguments (.9) Karen B. Cain 3.70 hours at 195.00 per hour.	\$721.50
07/22/09	Review agenda and pleadings and prepare for omni hearing for 7/23 and analyze issues regarding same (1.8); meetings and e-mails with debtors professionals and client regarding same (.6) Douglas M. Foley 2.40 hours at 550.00 per hour.	\$1,320.00
07/22/09	Prepare for July 23, 2009 omnibus hearing and review and analyze pleadings, documents and other items regarding same and multiple telephone conferences and e-mails with parties regarding same Daniel F. Blanks 1.60 hours at 375.00 per hour.	\$600.00
07/22/09	Prepare documents for 7/23/09 hearing Linda J. Neilson 5.50 hours at 185.00 per hour.	\$1,017.50
07/22/09	Research bankruptcy court responses and objection (.6); work on professionals' omnibus hearing binders (1.1); analyze multiple professional fee applications and work on court binders (2.9); prepare chart of application amounts for exhibit (.7) Karen B. Cain 5.30 hours at 195.00 per hour.	\$1,033.50
07/23/09	Prepare for and attend omni hearing on 7/23 and review pleadings and agenda regarding same (3.8); e-mails and conferences with creditors counsel regarding resolution of various issues on agenda (1.2) Douglas M. Foley 5.00 hours at 550.00 per hour.	\$2,750.00
07/23/09	Prepare for and participate in July 23, 2009 omnibus hearing and prepare multiple charts, orders and other items regarding same and submit same to chambers Daniel F. Blanks 4.90 hours at 375.00 per hour.	\$1,837.50
07/23/09	Attend omnibus hearing (.6); finalize and submit orders through BOPS system (2.2); file affidavits of service for debtors' professionals (.4) Bryan A. Stark 3.20 hours at 295.00 per hour.	\$944.00

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07/23/09 Prepare documents for hearing (3.2); prepare responses to garnishments and complaints (4.3)
Linda J. Neilson 7.50 hours at 185.00 per hour. \$1,387.50

07/23/09 Prepare for omni hearing (3.2); work on chart of second interim fee applications (1.9); attend omnibus hearing (2.4); e-mail to and from court reporter regarding hearing transcript (.2); breakdown omnibus hearing documents (.6)
Karen B. Cain 8.30 hours at 195.00 per hour. \$1,618.50

07/24/09 Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy cases and related issues and review material regarding same and strategies (1.5); review, analyze, revise and submit orders regarding July 23, 2009 omnibus hearing (1.3)
Daniel F. Blanks 2.80 hours at 375.00 per hour. \$1,050.00

07/24/09 E-mail to FTI regarding omnibus hearing exhibits (.2); research omnibus objection responses (1.3); work on chart of responses to omnibus objections (2.1)
Karen B. Cain 3.60 hours at 195.00 per hour. \$702.00

07/27/09 Call with client and debtors professionals regarding discussion of pending issues to discuss with board at next meeting and analyze pending milestones and timelines and case status matters and hearing dates
Douglas M. Foley 1.20 hours at 550.00 per hour. \$660.00

07/27/09 Multiple telephone conferences and e-mails with parties in interest and creditors regarding bankruptcy cases and related issues (1.6); multiple letters and e-mails regarding subpoenas, garnishments and related issues (.6)
Daniel F. Blanks 2.20 hours at 375.00 per hour. \$825.00

07/27/09 Review and prepare responses to garnishments, subpoenas, etc. (4.1); prepare and circulate documents regarding Schimenti construction (.3)
Linda J. Neilson 4.40 hours at 185.00 per hour. \$814.00

07/27/09 Analyze original proofs of claim for receipt by claims agent (1.2); analysis of responses to omnibus objections (2.4); work on chart of responses (1.7)
Karen B. Cain 5.30 hours at 195.00 per hour. \$1,033.50

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07/28/09	Multiple telephone conferences and e-mails with creditors, parties in interest and others regarding bankruptcy cases and related issues and review and analyze issues and matters regarding same Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
07/28/09	Review and prepare responses to garnishments, subpoenas, etc. Linda J. Neilson 1.70 hours at 185.00 per hour.	\$314.50
07/28/09	Research bankruptcy court docket for responses to omnibus objections (1.2); analyze responses (.7); work on chart of responses to omnibus objections (2.3) Karen B. Cain 4.10 hours at 195.00 per hour.	\$799.50
07/29/09	Multiple telephone conferences and e-mails with parties regarding bankruptcy case and review and analyze issues regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
07/29/09	Prepare responses to requests for garnishments, subpoenas, etc. Linda J. Neilson 4.20 hours at 185.00 per hour.	\$777.00
07/29/09	Work on chart of responses to omnibus objections (.7); e-mail completed chart to professionals for orders (.4). Karen B. Cain 1.10 hours at 195.00 per hour.	\$214.50
07/30/09	File various affidavits of service on behalf of debtors' professionals Bryan A. Stark .40 hours at 295.00 per hour.	\$118.00
07/30/09	Prepare responses to requests for garnishments, subpoenas, complaints, etc. (4.8); research entities (.1) Linda J. Neilson 4.90 hours at 185.00 per hour.	\$906.50
07/30/09	Research bankruptcy court docket (.9); monitor administrative expense filings (.7); analyze appeal dockets (.6); forward to professionals transcript of omnibus hearing (.2); work on omnibus objection response chart (2.4) Karen B. Cain 4.80 hours at 195.00 per hour.	\$936.00
07/31/09	Telephone conference with clerk's office and chambers regarding pending orders and related issues Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50

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07/31/09 Chart telephone calls and issues to be resolved
Nancy S. von Barga 2.20 hours at 220.00 per hour. \$484.00

07/31/09 Analyze administrative expense filings (.7);
preference research for professionals (1.1);
research proofs of claim and exhibits for
omnibus objection responses (2.1)
Karen B. Cain 3.90 hours at 195.00 per hour. \$760.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	18.3	\$10,065.00
Daniel F. Blanks	\$375.00	28.5	\$10,687.50
Bryan A. Stark	\$295.00	6.4	\$1,888.00
Nancy S. von Barga	\$220.00	3.6	\$792.00
Connie Ferrell	\$215.00	1.1	\$236.50
Karen B. Cain	\$195.00	63.0	\$12,285.00
Linda J. Neilson	\$185.00	60.7	\$11,229.50
TOTAL FEES		181.6	\$47,183.50

Re: Restructuring and General Strategy

Our File No. 2055557-0020
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/29/09 Participate in board call to discuss case
status and strategy and plan issues and review
materials regarding same (1.6); e-mails
regarding meeting with plan liquidating trustee
and prepare for same (.4)
Douglas M. Foley 2.00 hours at 550.00 per hour. \$1,100.00

07/30/09 Several e-mails and conferences with client and
debtors professionals regarding analysis of
substantive consolidation issues and effect of
various claims
Douglas M. Foley 1.40 hours at 550.00 per hour. \$770.00

07/31/09 Prepare for and attend meetings with client and
plan trustee regarding strategy and transition
issues and analyze issues regarding same and
substantive consolidation
Douglas M. Foley 4.20 hours at 550.00 per hour. \$2,310.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	7.6	\$4,180.00
TOTAL FEES		7.6	\$4,180.00

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Re: Monthly Operating Reports

Our File No. 2055557-0060
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/13/09 File debtors' monthly operating report for May
and arrange for service
Bryan A. Stark .20 hours at 295.00 per hour. \$59.00

Timekeeper	Rate/HR	Hours	Fees
Bryan A. Stark	\$295.00	0.2	\$59.00
TOTAL FEES		0.2	\$59.00

Re: Professional Retention/Fee Applications

Our File No. 2055557-0070
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/06/09 E-mails with United States Trustee regarding
monthly fee statements
Daniel F. Blanks .30 hours at 375.00 per hour. \$112.50

07/09/09 Revise McGuireWoods monthly fee statements and
e-mails with debtors' professionals regarding
same
Daniel F. Blanks .50 hours at 375.00 per hour. \$187.50

07/15/09 E-mails regarding monthly fee statement for CPO
and status update and e-mails regarding any
objections on fee applications on July 23rd
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

07/15/09 Draft e-mail and forward copy of consumer
ombudsman's fee application
Bryan A. Stark .50 hours at 295.00 per hour. \$147.50

07/16/09 E-mails and telephone conference with
professionals regarding July 23rd omnibus
hearing regarding fee applications
Daniel F. Blanks .30 hours at 375.00 per hour. \$112.50

07/17/09 Correspond with debtors and committee
professionals regarding fee applications and
any objections thereto informally lodged
Bryan A. Stark 1.20 hours at 295.00 per hour. \$354.00

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07/19/09 Review and revise second interim application
summary chart and e-mails regarding same
Douglas M. Foley .20 hours at 550.00 per hour. \$110.00

07/21/09 E-mails with debtors' professionals regarding
fee applications and procedures
Daniel F. Blanks .50 hours at 375.00 per hour. \$187.50

07/22/09 E-mails with case professionals regarding
protocol for monthly fee interim statements and
circulation and presentation of fee
applications at 7/23 hearing
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

07/23/09 File supplemental declaration of KPMG and
arrange for service
Bryan A. Stark .30 hours at 295.00 per hour. \$88.50

07/24/09 Correspond with debtors' professionals and
submit orders to chambers on fee applications
of debtors' professionals
Bryan A. Stark .70 hours at 295.00 per hour. \$206.50

07/30/09 Correspond with debtors' professionals
regarding entry of fee applications and provide
copies of orders
Bryan A. Stark .40 hours at 295.00 per hour. \$118.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.7	\$935.00
Daniel F. Blanks	\$375.00	1.6	\$600.00
Bryan A. Stark	\$295.00	3.1	\$914.50
TOTAL FEES		6.4	\$2,449.50

Re: Automatic Stay
Our File No. 2055557-0090
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/02/09 Multiple letters and correspondence regarding
automatic stay, pending lawsuits, subpoenas,
garnishments and other communications with
parties regarding bankruptcy case and related
issues
Daniel F. Blanks .80 hours at 375.00 per hour. \$300.00

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07/03/09	Draft consent orders regarding relief from automatic stay; e-mails with counsel regarding same; review material regarding same Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
07/06/09	Draft orders regarding resolving motions for relief from stay and related issues and e-mails and telephone conferences with creditors regarding same Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
07/07/09	Draft correspondence regarding violations of the automatic stay, suggestions in bankruptcy, subpoenas and related issues (.4); draft and revise orders regarding consent from the automatic stay and related issues (.4) Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
07/08/09	Prepare and revise orders granting relief from the automatic stay and e-mails with debtors' professionals regarding same and opposing counsel regarding same Daniel F. Blanks 1.10 hours at 375.00 per hour.	\$412.50
07/09/09	Draft and revise order regarding automatic stay and e-mails and telephone conferences with parties regarding same (.9); correspondence with parties regarding violations of the automatic stay, subpoenas, garnishments and related issues (.8) Daniel F. Blanks 1.70 hours at 375.00 per hour.	\$637.50
07/10/09	Finalize consent order regarding relief from automatic stay Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50
07/10/09	Correspond with debtors' professionals regarding automatic stay issues (.4); review and provide comments on draft consent order (.5) Bryan A. Stark .90 hours at 295.00 per hour.	\$265.50
07/13/09	Review, draft and revise numerous letters responding to service and summons relating to garnishments and miscellaneous state and federal court and agency actions Douglas M. Foley 1.30 hours at 550.00 per hour.	\$715.00

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07/13/09 Correspond with debtors' professionals and research claims regarding consent order modifying stay and send draft consent order to creditors' counsel for review
Bryan A. Stark 1.30 hours at 295.00 per hour. \$383.50

07/17/09 Correspond with counsel regarding agreed order granting relief from stay to foreclose against property and correspond with debtors' professionals regarding comments on consent order
Bryan A. Stark .50 hours at 295.00 per hour. \$147.50

07/21/09 Analyze issues regarding procedure for determination of application of automatic stay to government collection actions and police power exception
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

07/27/09 E-mails and telephone conferences with parties regarding relief from automatic stay and related issues
Daniel F. Blanks .90 hours at 375.00 per hour. \$337.50

07/29/09 Correspondence with parties regarding automatic stay and pending lawsuits and related issues
Daniel F. Blanks .60 hours at 375.00 per hour. \$225.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.6	\$880.00
Daniel F. Blanks	\$375.00	8.4	\$3,150.00
Bryan A. Stark	\$295.00	2.7	\$796.50
TOTAL FEES		12.7	\$4,826.50

Re: Executory Contracts

Our File No. 2055557-0140
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/06/09 Revise and file motion regarding rejection of contracts with IBM and related issues
Daniel F. Blanks .60 hours at 375.00 per hour. \$225.00

07/13/09 Review and revise executory contract rejection motion for filing and hearing on July 23rd date and e-mails with debtors professionals regarding same
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

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07/13/09 Review and analyze contract rejection motion,
order and exhibits, draft notice of motion and
file both with court (1.0); review and analyze
stipulation and consent order regarding lease
and draft consent motion for entry of
stipulation and agreed order and notice of same
and file with court (1.4)
Bryan A. Stark 2.40 hours at 295.00 per hour. \$708.00

07/14/09 Review and analyze motion to modify agreement
(.6); draft motion to shorten notice, motion to
expedite and notice thereof (1.5); file
aforementioned motions (.4)
Bryan A. Stark 2.50 hours at 295.00 per hour. \$737.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.4	\$220.00
Daniel F. Blanks	\$375.00	0.6	\$225.00
Bryan A. Stark	\$295.00	4.9	\$1,445.50
TOTAL FEES		5.9	\$1,890.50

Re: Litigation
Our File No. 2055557-0150
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/01/09 Telephone calls and e-mails with opposing
counsel and client regarding Schimenti 2004
examination and review claims regarding same
Douglas M. Foley 1.30 hours at 550.00 per hour. \$715.00

07/01/09 Draft agreed order granting motion to dismiss
appeal as moot (.5); correspond with debtors'
professionals and various creditors' counsel
regarding same (.4); correspond with debtors'
professionals, creditors' counsel and court
personnel regarding agreed order staying
briefing schedule for stub rent appeal (.3);
compile original signatures on agreed order and
deliver to court (.5)
Bryan A. Stark 1.70 hours at 295.00 per hour. \$501.50

07/05/09 Review issues regarding Schmenti 2004
examination motion and e-mail memorandum to
claimants counsel regarding same and possible
resolution
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

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07/06/09	E-mails regarding document production for board minutes Gloria K. Dagrosa .30 hours at 225.00 per hour.	\$67.50
07/07/09	Review and analyze state court complaint from Texas Bryan A. Stark .40 hours at 295.00 per hour.	\$118.00
07/09/09	Telephone conference with eminent domain counsel for state of Florida relating to pending litigation and dismissal Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
07/10/09	Review and analyze appeal of debtors pending court of appeals Bryan A. Stark .40 hours at 295.00 per hour.	\$118.00
07/13/09	Correspond with creditors' counsel regarding consent motion on motion to dismiss stub rent appeals (.4); correspond with debtors' professionals regarding status report in court of appeals and substituting counsel in court of appeals (.5); review and analyze settlement and release agreement and incorporate debtors' release of its third-party claim into a settlement agreement in McCulty case (2.2) Bryan A. Stark 3.10 hours at 295.00 per hour.	\$914.50
07/14/09	E-mails with client and debtors professionals regarding demand letters and suits on accounts receivable claims Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/14/09	Correspond with debtors' professionals regarding appeal stayed in court of appeals (.6); draft status report for filing with court of appeals (1.0); draft stipulation for substitution of counsel (1.2) Bryan A. Stark 2.80 hours at 295.00 per hour.	\$826.00
07/15/09	Meeting with client and review reports regarding status of various litigation matters and participation in same and relation to claims objection process Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00

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07/15/09	Finalize settlement agreement with Capital Contractors, circulate to debtors professionals for comment and forward to counsel for Capital Contractors for review (1.5); correspond with debtors' professionals regarding filing of status report in ninth circuit (.2); Bryan A. Stark 1.70 hours at 295.00 per hour.	\$501.50
07/16/09	E-mails regarding sending out demand letters and review and revise same (.4); e-mails and conference with client and debtors professionals regarding extracting Circuit City from various litigation suits in other jurisdictions (.3) Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/17/09	E-mails with client and debtors professionals regarding next round of demand letter and consummation of potential lawsuits (.4); e-mails with client and review list of litigation matters pending and status of same (.2) Douglas M. Foley .60 hours at 550.00 per hour.	\$330.00
07/17/09	Correspond with debtor, draft demand letters for various parties and send demand letters Bryan A. Stark 2.50 hours at 295.00 per hour.	\$737.50
07/18/09	E-mails regarding lexington complaint (.2); e-mails regarding complaints to follow on demand letters for AR collection matters (.3) Douglas M. Foley .50 hours at 550.00 per hour.	\$275.00
07/21/09	E-mails regarding preference analysis, exposure and targets, and accounts receivable and payable collection actions Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
07/21/09	Analyze local rules and procedures in response to question from J. Liberi (.6); prepare for and conduct teleconference with D. Blanks regarding status of pre-bankruptcy creditor representations (.3) Joseph S. Sheerin .90 hours at 450.00 per hour.	\$405.00
07/21/09	E-mails and telephone conferences with debtors and debtors' professionals regarding possible litigation and strategies regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50

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07/22/09	E-mails with client and debtors professionals regarding commencement of various litigation matters, including preferences and accounts receivable collections Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
07/22/09	Prepare for and participate in meetings with debtors' professionals regarding possible lawsuits and related issues and analyze strategies regarding same Daniel F. Blanks 1.70 hours at 375.00 per hour.	\$637.50
07/22/09	Correspond with debtors' professionals regarding intellectual property litigation (.4); correspond with creditors/landlord counsel regarding consent to dismiss stub rent appeal (.6); review documentation and correspondence for signature on order to dismiss stub rent (.6) Bryan A. Stark 1.60 hours at 295.00 per hour.	\$472.00
07/23/09	Review and analyze issues and documents relating to Schmenti 2004 examination (.4); e-mails regarding preference and accounts receivable actions (.3) Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/23/09	Prepare communication to J. Liberi summarizing requested analysis regarding litigation matters Joseph S. Sheerin .60 hours at 450.00 per hour.	\$270.00
07/24/09	E-mails regarding production of Schimenti construction documents to landlords (.3); telephone call with chambers regarding Mondragon procedural matters and e-mails with debtors professionals regarding same (.4) Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/27/09	Review proposed engagement letter relating to monetizing certain class action litigation relating to flat panel television manufactures and e-mails with client and debtors professionals regarding same (.6); e-mails and review spreadsheets regarding commencement of preference litigation (.3) Douglas M. Foley .90 hours at 550.00 per hour.	\$495.00
07/27/09	Conduct teleconference with D. Foley regarding procedures associated with demand letters and analyze same Joseph S. Sheerin .40 hours at 450.00 per hour.	\$180.00

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07/27/09	E-mails and telephone conferences with counsel for Sirius XM regarding lawsuit and demand Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
07/27/09	Correspond with counsel to party regarding demand letter for preference liability Bryan A. Stark .20 hours at 295.00 per hour.	\$59.00
07/28/09	Review revised engagement letter for FTI relating to flat screen litigation and analyze same and telephone conference with client regarding same Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/28/09	Call with D. Blanks, B. Fase and H. Ferguson regarding strategy for potential claim against Sirius/XM and follow-up call with D. Blanks regarding same Bryan A. Fratkin 1.00 hours at 490.00 per hour.	\$490.00
07/28/09	Multiple telephone conferences and e-mails with debtors' professionals and Sirius XM regarding resolution of matter and possible litigation and analyze strategies regarding same Daniel F. Blanks 1.50 hours at 375.00 per hour.	\$562.50
07/29/09	Multiple telephone conferences and e-mails with Sirius XM regarding litigation and related issues and e-mails and telephone conferences with debtors' professionals regarding same Daniel F. Blanks .50 hours at 375.00 per hour.	\$187.50
07/30/09	E-mails regarding monetization of litigation rights and strategy regarding same, including flat panel litigation (.3); e-mails regarding new round of demand letters on accounts receivable (.2) Douglas M. Foley .50 hours at 550.00 per hour.	\$275.00
07/30/09	Review e-mails regarding Sirius/XM matter Bryan A. Fratkin .50 hours at 490.00 per hour.	\$245.00
07/30/09	Initiate drafting of complaint against Sirius XM and research issues regarding same and review and analyze contracts and documents regarding same Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00

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07/31/09 Read and analyze spreadsheet regarding claims
against Sirius/XM (.2); read and analyze
Circuit City-XM marketing agreement (.8)
Bryan A. Fratkin 1.00 hours at 490.00 per hour. \$490.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	10.6	\$5,830.00
Bryan A. Fratkin	\$490.00	2.5	\$1,225.00
Joseph S. Sheerin	\$450.00	1.9	\$855.00
Daniel F. Blanks	\$375.00	6.9	\$2,587.50
Bryan A. Stark	\$295.00	14.4	\$4,248.00
Gloria K. Dagrosa	\$225.00	0.3	\$67.50
TOTAL FEES		36.6	\$14,813.00

Re: Avoidance Actions

Our File No. 2055557-0160
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/14/09 Begin analysis of preference actions and
commencement of adversary proceedings regarding
same and e-mails with client and debtors
professionals regarding same
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.6	\$330.00
TOTAL FEES		0.6	\$330.00

Re: Vendor Matters

Our File No. 2055557-0170
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/08/09 Telephone call with counsel for TomTom
regarding timing of distribution to vendors and
issues relating to timing of plan and
disclosure statement
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

07/09/09 Telephone conference and e-mails and analysis
of follow-up to finish deliverables in
PlumChoice settlement stipulation relating to
stock powers and transfer
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

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07/22/09 E-mails regarding SIM/Alliance claims and other
 vendor setoff and 503b9 issues
 Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.4	\$770.00
TOTAL FEES		1.4	\$770.00

Re: Real Estate

Our File No. 2055557-0180
 Circuit City Contact Michelle Mosier
 McGuireWoods Contact Douglas M. Foley

07/01/09 Several e-mails and telephone calls with client
 and landlords counsel regarding stub rent
 appeal and dismissal order and resolution of
 open issues regarding same (1.7); e-mails
 regarding open Bloomingdale issue and analyze
 issues in preparation for July 6th hearing (.8)
 Douglas M. Foley 2.50 hours at 550.00 per hour. \$1,375.00

07/01/09 Lithia Springs, GA - Review letter of intent
 (.2); review and draft purchase contract (.4);
 e-mails to and from D. Miller (.1)
 Edmund S. Pittman .70 hours at 450.00 per hour. \$315.00

07/01/09 Baltimore County, MD - Review e-mails from
 buyer's counsel, M. Rash and D. Miller (.4);
 conference with M. Gunlock regarding prorations
 (.2)
 Edmund S. Pittman .60 hours at 450.00 per hour. \$270.00

07/01/09 E-mails and telephone conferences with debtors'
 professionals regarding sale of real property
 in California and related issues
 Daniel F. Blanks .90 hours at 375.00 per hour. \$337.50

07/01/09 Lithia Springs, GA - Review letter of intent
 and correspondence regarding purchase agreement
 (.5); draft and transmit purchase agreement
 (2.0)
 Matthew T. Gunlock 2.50 hours at 290.00 per hour. \$725.00

07/01/09 Baltimore, MD - Review purchase contract and
 background e-mails (.8); prepare warranty deed
 (.7); revise FIRPTA certificate and Form 1099
 received from buyer's counsel (.5); review and
 comment on Maryland affidavits regarding

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withholding taxes and claimed exemptions (1.5);
prepare letters to two tenants regarding sale
of property (1.5); review background
information regarding real estate tax
prorations, common area maintenance charges and
insurance prorations (.5); telephone call with
client employee regarding prorated amounts for
settlement statements (.4); prepare closing
package of documents and send to client
employee with signature instructions (.6);
respond to various e-mails from buyer's counsel
regarding outstanding closing items and
corporate resolutions and authorizations (.6);
telephone call with buyer's counsel regarding
changes to closing documents (.2)

Matthew P. Rash 7.30 hours at 315.00 per hour. \$2,299.50

07/01/09 Compile original motions and notices for
retention (.5); correspond with debtors'
professionals regarding same (.3)

Bryan A. Stark .80 hours at 295.00 per hour. \$236.00

07/02/09 Analysis of lease/tax/CAM issues on maryland
property

T. Craig Harmon .80 hours at 525.00 per hour. \$420.00

07/02/09 Numerous calls and e-mails regarding
Bloomingdale lease assignment estoppel issues
and possible resolution and strategy for
preparation on July 6th (2.3); e-mails with
landlords regarding stub rent issues and
dismissal of appeal (.8); e-mails with utility
providers and debtors professionals and client
regarding termination of service at leased
locations (.6); review and revise pleadings
regarding sale of Virginia Beach property and
e-mails with debtors professionals regarding
same (.9)

Douglas M. Foley 4.60 hours at 550.00 per hour. \$2,530.00

07/02/09 Lithia Springs, GA - Review revised purchase
contract

Edmund S. Pittman .20 hours at 450.00 per hour. \$90.00

07/02/09 Review, analyze, revise and file motion to sell
real property in Moreno, California and bidding
procedures regarding same

Daniel F. Blanks 1.30 hours at 375.00 per hour. \$487.50

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07/02/09	Lithia Springs, CA - Revise and transmit revised purchase agreement Matthew T. Gunlock 1.00 hours at 290.00 per hour.	\$290.00
07/02/09	Baltimore, MD - Respond to e-mail from buyer's counsel regarding changes to closing documents (.9); review lease agreements regarding real estate tax and common area maintenance payment obligations (.9); review real estate tax information and respond to e-mail from buyer's counsel regarding request for a credit for amounts collected by tenants for advance tax payments (.9); review settlement statements and send comments to client employees regarding suggested changes to the statements (.9) Matthew P. Rash 3.60 hours at 315.00 per hour.	\$1,134.00
07/02/09	Correspond with debtors' professionals and creditors' counsel regarding stub rent appeal Bryan A. Stark 1.00 hours at 295.00 per hour.	\$295.00
07/03/09	E-mails regarding Bloomingdale lease assignment dispute and review form of order and estoppel Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/06/09	Several telephone conferences and e-mails with counterparties and debtors professionals and client relating to Bloomingdale transaction and review and revise settlement order and related estoppel documents regarding same Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
07/06/09	E-mails with landlord regarding rejected leases and related issues (.3); research issues regarding same (.3) Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
07/06/09	Baltimore, MD - Revise assignment of leases to reserve rights to collect amounts owed from tenants (1.0); revise letters to tenants regarding amounts owed to Circuit City and providing notice of lease assignment (1.2); review and revise settlement statements (1.5); telephone calls with buyer's attorney regarding closing documents and settlement statements (.3); meeting with client employees regarding expense and real estate tax reimbursements and execution of closing documents (.5); send e-mails to buyer's counsel regarding credits at closing for expenses and real estate tax payments (.4); review bankruptcy court sale order and respond to e-mails from buyer's	

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counsel regarding credits and indemnification
for claims by tenants (.8); prepare escrow
instruction letter and closing document package
(.5); telephone call with client employee
regarding uncollected real estate tax
reimbursements (.3)
Matthew P. Rash 6.50 hours at 315.00 per hour. \$2,047.50

07/06/09 Correspond with debtors' professionals and
creditor counsel regarding stub rent appeal
Bryan A. Stark .50 hours at 295.00 per hour. \$147.50

07/06/09 Notarize documents for closing and prepare
package for title company
Robin M. Broughton .50 hours at 310.00 per hour. \$155.00

07/07/09 Revise Bloomingdale order and e-mails with
debtors' professionals and opposing counsel
regarding same and submit same to chambers
Daniel F. Blanks 1.10 hours at 375.00 per hour. \$412.50

07/07/09 Baltimore, MD - Respond to e-mail from buyer's
counsel requesting final information for
notification letters to tenants and send list
of outstanding closing items to be satisfied
before authorizing closing (.3); telephone call
with client employees regarding final closing
issues (.1); telephone call with buyer's
counsel to authorize closing and funding (.1)
Matthew P. Rash .50 hours at 315.00 per hour. \$157.50

07/08/09 Atlanta Service Center - E-mail correspondence
with S. Plomgren (.1); review Panattoni
comments to purchase agreement (.7)
Matthew T. Gunlock .80 hours at 290.00 per hour. \$232.00

07/09/09 E-mails regarding Bloomingdale closing and
order (.3); e-mails regarding potentially
vacating order on termination agreement to
assumption and assignment agreement and
strategy regarding same (.4)
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

07/09/09 Lithia Springs, GA - Review e-mails from M.
Gunlock regarding buyer's comments to draft
purchase agreement
Edmund S. Pittman .20 hours at 450.00 per hour. \$90.00

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07/09/09	Atlanta Service Center, Lithia Springs, GA - Review purchaser's comments to purchase agreement (.4); e-mail correspondence and telephone call with D. Miller regarding purchase agreement (.3); e-mail correspondence with M. Olliver (.1) Matthew T. Gunlock .80 hours at 290.00 per hour.	\$232.00
07/09/09	Correspond with creditors' counsel regarding stub rent appeal Bryan A. Stark .70 hours at 295.00 per hour.	\$206.50
07/10/09	E-mails regarding entry of order on Bloomingtondale and follow-up on deliverables for closing and withdrawal of objection Douglas M. Foley .60 hours at 550.00 per hour.	\$330.00
07/10/09	Atlanta Service Center, Lithia Springs, GA - Telephone call with M. Olliver regarding purchase agreement issues (.5); e-mail correspondence with D. Miller regarding purchase agreement issues (.3) Matthew T. Gunlock .80 hours at 290.00 per hour.	\$232.00
07/13/09	Review and revise pleadings regarding Yonkers and Salem Rockingham and e-mails with client, debtors professionals and landlord's counsel regarding same (1.7); e-mails regarding Bloomingtondale utility issues and utility issues relating to New Jersey locations (.6) Douglas M. Foley 2.30 hours at 550.00 per hour.	\$1,265.00
07/13/09	Lithia Springs, GA - Review e-mails from M. Gunlock and D. Miller regarding purchase contract comments Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
07/13/09	Virginia Beach Outparcel - Telephone call from buyer's counsel and buyer regarding auction (.1); e-mails to and from J. Kumar at Skadden regarding same (.1); e-mails to and from buyer's counsel and buyer (.1) Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
07/13/09	Atlanta Service Center - E-mail correspondence with D. Miller regarding open items on purchase agreement Matthew T. Gunlock .20 hours at 290.00 per hour.	\$58.00

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07/14/09	E-mails regarding status of real estate sales and lease dispositions and landlord claim issue Douglas M. Foley .40 hours at 550.00 per hour.	\$220.00
07/14/09	Lithia Springs, GA - Review redraft of purchase contract Edmund S. Pittman .20 hours at 450.00 per hour.	\$90.00
07/14/09	E-mail correspondence with M. Olliver (.2); revise purchase agreement (.6) Matthew T. Gunlock .80 hours at 290.00 per hour.	\$232.00
07/15/09	Virginia Beach - Review title commitment in preparation for preparing closing documents Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
07/15/09	Prepare hearing binders for professionals on real estate sale and intellectual properties (.9); prepare documents for interim hearing (.7) Karen B. Cain 1.60 hours at 195.00 per hour.	\$312.00
07/16/09	Meeting with client to discuss hearing on 7/16 and prepare for and attended hearing on sale of Virginia Beach property and approval of Intellectual Property sales procedures Douglas M. Foley 2.40 hours at 550.00 per hour.	\$1,320.00
07/16/09	Sale of Virginia Outparcel - E-mails regarding closing and preparation of closing documents to M. Rash (.2); e-mails to and from buyer's counsel (.1); e-mails to and from D. Miller regarding closing (.1) Edmund S. Pittman .40 hours at 450.00 per hour.	\$180.00
07/16/09	E-mail correspondence with D. Miller regarding outstanding items on purchase agreement (.2); telephone call with M. Olliver regarding outstanding items on purchase agreement (.3) Matthew T. Gunlock .50 hours at 290.00 per hour.	\$145.00
07/16/09	Prepare for filing and file reply to objection to proposed cure amount and arrange for service Bryan A. Stark .40 hours at 295.00 per hour.	\$118.00
07/17/09	Lithia Springs, GA - Review e-mail from M. Gunlock regarding purchase contract Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00

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07/17/09	Virginia Beach Outparcel - Review e-mails from M. Rash and K. Moattar, buyer's counsel (.2); review waiver of bankruptcy lease claims (.1) Edmund S. Pittman .30 hours at 450.00 per hour.	\$135.00
07/17/09	Atlanta Service Center - E-mail correspondence with D. Miller regarding purchase agreement Matthew T. Gunlock .10 hours at 290.00 per hour.	\$29.00
07/17/09	Virginia Beach, VA - Review purchase and sale agreement and title commitment (1.5); prepare draft closing documents, warranty deed, FIRPTA certificate, Virginia residency certification, substitute Form 1099 and agreement waiving proofs of claim by the landlord (2.0); review settlement statement and title company owner's affidavit (.7); revise owner's affidavit and send to title company (.5); telephone call from title company raising an issue with sale order and authority of Circuit City's officer to bind the company (.5); send e-mail to buyer's counsel outlining problems raised by title company regarding sale order and authority to convey property and proposing a solution (.5); telephone call from buyer's counsel to discuss changes to documents (.8) Matthew P. Rash 6.50 hours at 315.00 per hour.	\$2,047.50
07/20/09	Virginia Beach Outparcel - Review proposed deed and purchase contract regarding survey exceptions (.2); review e-mails from title company, M. Rash and buyer's counsel (.2); review issue regarding incorrect property address in sale order (.1) Edmund S. Pittman .50 hours at 450.00 per hour.	\$225.00
07/20/09	E-mails with parties and debtors' professionals regarding sale of Virginia Beach property and related issues Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
07/20/09	Atlanta Service Center - E-mail correspondence with D. Miller regarding purchase agreement (.2); e-mail correspondence with M. Olliver regarding proposed drilling activities (.3) Matthew T. Gunlock .50 hours at 290.00 per hour.	\$145.00
07/20/09	Virginia Beach, VA - Send e-mail to buyer's counsel regarding list of permitted encumbrances in deed (.3); prepare closing documents for execution (.3); prepare closing instruction letter (.8); review revised	

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settlement statement and send e-mail to title company with suggested change (.2); telephone call with bankruptcy counsel regarding agreement to release claims (.4); respond to e-mail from title company regarding changes to property address in bankruptcy order (.3); send e-mail to buyer's counsel regarding executing release of bankruptcy claims at closing and filing a notice of withdraw with bankruptcy court (.2); telephone call with buyer's counsel regarding correcting bankruptcy court sale order (.4); telephone call with client's bankruptcy counsel regarding correcting sale order (.3); telephone call with client's employee regarding outstanding closing issues (.2)

Matthew P. Rash 3.40 hours at 315.00 per hour. \$1,071.00

07/21/09 Lithia Springs, GA - E-mails to and from J. Avallone and D. Miller regarding offer from Bike Alert, Inc.

Edmund S. Pittman .10 hours at 450.00 per hour. \$45.00

07/21/09 Virginia Beach Outparcel - Review revised owner's affidavit (.1); review e-mails from M. Rash, C. Moeller and K. Moattar regarding closing issues (.2); conferences with M. Rash regarding closing items (.1)

Edmund S. Pittman .40 hours at 450.00 per hour. \$180.00

07/21/09 Atlanta Service Center - E-mail correspondence with D. Miller and Panattoni regarding purchase agreement (.6); review and mark up proposed forms of title documents (1.1); review correspondence regarding new offer (.1)

Matthew T. Gunlock 1.80 hours at 290.00 per hour. \$522.00

07/21/09 Virginia Beach, VA - Telephone calls with Stewart Title underwriting counsel regarding sale order and title affidavit (.7); prepare commercial title affidavit for client's employee to sign (1.0); telephone call with local title agent to coordinate deliver of closing documents (.3); revise title affidavit and send to client for review (.3); respond to e-mails from title company regarding title affidavit and sale order (.5)

Matthew P. Rash 2.80 hours at 315.00 per hour. \$882.00

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07/22/09	Review Moreno Valley sale procedures objection and e-mails with creditors counsel, client and debtors professional regarding same and possible resolution (.2); e-mails regarding resolution of scrivener's error in Virginia Beach property sale (.2); e-mails with landlord regarding Bloomingdale bills and timing of closing (.2)	Douglas M. Foley	.60 hours at 550.00 per hour.	\$330.00
07/22/09	Virginia Beach Outparcel - Review e-mails from title company, M. Rash and K. Moattar regarding closing	Edmund S. Pittman	.20 hours at 450.00 per hour.	\$90.00
07/22/09	E-mail correspondence with D. Miller regarding purchase agreement (.2); conference call with D. Miller and Panattoni regarding soil borings (.3)	Matthew T. Gunlock	.50 hours at 290.00 per hour.	\$145.00
07/23/09	E-mails regarding Moreno Valley Property sale and procedures and AmReit landlord issue	Douglas M. Foley	.40 hours at 550.00 per hour.	\$220.00
07/23/09	Lithia Springs, GA - Review letter of intent from Bike Alert	Edmund S. Pittman	.20 hours at 450.00 per hour.	\$90.00
07/23/09	Atlanta Service Center - E-mail correspondence with J. Avallone regarding new offer	Matthew T. Gunlock	.10 hours at 290.00 per hour.	\$29.00
07/24/09	Continue draft sale order for sale of real property	Daniel F. Blanks	.60 hours at 375.00 per hour.	\$225.00
07/24/09	Review and submit order on bidding procedures for Moreno Valley property	Bryan A. Stark	.40 hours at 295.00 per hour.	\$118.00
07/27/09	E-mails regarding stub rent appeal dismissal and payment of certain landlords (.3); begin review of real estate asset sale motions (.3); e-mails regarding correction to sale order physical address on Virginia Beach property and issues with title company and analyze issues regarding same (.4)	Douglas M. Foley	1.00 hours at 550.00 per hour.	\$550.00

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07/27/09	E-mails with debtors' professionals regarding outstanding lease issues and related items (.6); .review sale pleadings of real estate and e-mails with debtors' professionals regarding same (.7)	Daniel F. Blanks	1.30 hours at 375.00 per hour.	\$487.50
07/27/09	Atlanta Service Center - E-mail correspondence with D. Miller regarding purchase agreement (.2); review Bike Alert letter of intent (.6); prepare and transmit draft purchase agreement (1.4)	Matthew T. Gunlock	2.20 hours at 290.00 per hour.	\$638.00
07/28/09	Review and revise filing sale motions regarding real estate for 8/27 hearing and e-mails and telephone conference with debtors professionals regarding same	Douglas M. Foley	1.10 hours at 550.00 per hour.	\$605.00
07/28/09	Lithia Springs, GA - Review initial draft of purchase contract (.4); conference with M. Gunlock regarding change to draft (.1); review comments to purchase contract from D. Miller (.2); revise purchase contract (.8); e-mails to and from D. Miller (.1)	Edmund S. Pittman	1.60 hours at 450.00 per hour.	\$720.00
07/28/09	Draft supplemental order regarding Virginia Beach property and multiple e-mails with opposing counsel, title company and debtors' professionals regarding same (1.4); review, revise and file motions for sale of certain real property and e-mails and telephone conferences with debtors' professionals regarding same and draft, revise and file notices and orders regarding same (2.7)	Daniel F. Blanks	4.10 hours at 375.00 per hour.	\$1,537.50
07/28/09	Atlanta Service Center - Revise purchase agreement (.5); e-mail correspondence with D. Miller regarding purchase agreement (.3); transmit purchase agreement to buyer's counsel (.1)	Matthew T. Gunlock	.90 hours at 290.00 per hour.	\$261.00
07/29/09	E-mails regarding bids on owned real estate and liquidation of property into cash	Douglas M. Foley	.20 hours at 550.00 per hour.	\$110.00

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07/29/09	Atlanta Service Center - E-mail correspondence with M. Jacobs regarding purchase agreement (.2); review purchaser's comments to draft purchase agreement (.5) Matthew T. Gunlock .70 hours at 290.00 per hour.	\$203.00
07/30/09	E-mails regarding Bloomingdale payment and closing and sale motions on California properties Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
07/30/09	Baltimore County, MD - Review e-mail for buyer's counsel regarding delinquent water bill and conference with M. Rash Edmund S. Pittman .10 hours at 450.00 per hour.	\$45.00
07/30/09	Lithia Springs, GA - Review e-mail from D. Miller regarding buyer's comments on purchase contract (.1); e-mails to and from M. Gunlock regarding sale order and escrow agent (.1) Edmund S. Pittman .20 hours at 450.00 per hour.	\$90.00
07/30/09	Atlanta Service Center - E-mail correspondence with D. Miller regarding purchaser's comments to purchase agreement (.4); revise purchase agreement per purchaser's comments and transmit to purchaser's counsel (.8) Matthew T. Gunlock 1.20 hours at 290.00 per hour.	\$348.00
07/31/09	E-mails with debtors professionals regarding revisions to motion relating to sale of San Jose property and bid procedures and auction date Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
07/31/09	Atlanta Service Center - E-mail correspondence and telephone call with M. Jacobs regarding purchase agreement (.4); telephone call with D. Miller regarding purchaser's comments to purchase agreement (.2) Matthew T. Gunlock .60 hours at 290.00 per hour.	\$174.00
07/31/09	Draft notice of amended motion regarding sale of San Jose property, correspond with debtors' professionals regarding filing of amended motion regarding sale of San Jose property, file motion and notice and arrange for service of same Bryan A. Stark 1.20 hours at 295.00 per hour.	\$354.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	19.7	\$10,835.00

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T. Craig Harmon	\$525.00	0.8	\$420.00
Edmund S. Pittman	\$450.00	6.5	\$2,925.00
Daniel F. Blanks	\$375.00	10.7	\$4,012.50
Matthew P. Rash	\$315.00	30.6	\$9,639.00
Robin M. Broughton	\$310.00	0.5	\$155.00
Bryan A. Stark	\$295.00	5.0	\$1,475.00
Matthew T. Gunlock	\$290.00	16.0	\$4,640.00
Karen B. Cain	\$195.00	1.6	\$312.00
TOTAL FEES		91.4	\$34,413.50

Re: Utilities Matters

Our File No. 2055557-0210
Circuit City Contact Daniel W. Ramsey
McGuireWoods Contact Douglas M. Foley

07/22/09 Correspond with debtors' professionals and
creditors' counsel regarding claim for
administrative expenses and utilities
Bryan A. Stark .50 hours at 295.00 per hour. \$147.50

Timekeeper	Rate/HR	Hours	Fees
Bryan A. Stark	\$295.00	0.5	\$147.50
TOTAL FEES		0.5	\$147.50

Re: Insurance Matters

Our File No. 2055557-0230
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/22/09 Research insurance issue for review by debtors'
professionals
Bryan A. Stark .80 hours at 295.00 per hour. \$236.00

Timekeeper	Rate/HR	Hours	Fees
Bryan A. Stark	\$295.00	0.8	\$236.00
TOTAL FEES		0.8	\$236.00

Re: Tax Matters

Our File No. 2055557-0240
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

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07/01/09	Prepare for and participate in telephone conference with debtors' professionals and in-house tax department regarding objections to tax claims and related strategies and research issues regarding same and 505 actions Daniel F. Blanks 1.90 hours at 375.00 per hour.	\$712.50
07/07/09	Analyze revised supplemental filing with IRS appeals officer and relevant documents from audit file Craig D. Bell 1.90 hours at 530.00 per hour.	\$1,007.00
07/07/09	Receive and review e-mail from TTB regarding offers in compromise and forward same to client Brian C. Bernhardt .50 hours at 475.00 per hour.	\$237.50
07/07/09	Prepare for and participate in telephone conference with debtors' professionals and in-house regarding tax claims and issues Daniel F. Blanks 1.40 hours at 375.00 per hour.	\$525.00
07/08/09	Analysis on IRS positions on sale-leaseback issue on tax refund claim Craig D. Bell 3.10 hours at 530.00 per hour.	\$1,643.00
07/09/09	Review materials provided by client relating to submission to IRS appeals office (.8); review IRS RAR analysis on same issue (.7); analysis on issue (.9) Craig D. Bell 2.40 hours at 530.00 per hour.	\$1,272.00
07/09/09	Receive, review and respond to comments on post-employment agreement (.5); receive, review and respond to draft of text regarding OPEP issue (1.0) Brian C. Bernhardt .50 hours at 475.00 per hour.	\$237.50
07/09/09	Prepare for and participate in telephone conference with Ernst & Young and in-house tax team regarding tax claims and related issues and review multiple documents, charts and other matters regarding same Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
07/10/09	E-mails with debtors professionals and client regarding tax claim objections and timing of filing same (.3); review submission regarding tax refund appeal on various issues, including relocation (.4) Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00

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07/10/09	Finalize edits to supplemental filing with IRS appeals officer Craig D. Bell .50 hours at 530.00 per hour.	\$265.00
07/10/09	Receive and review revised text and exhibits from client for letter to IRS appeals officer (.5); telephone conference with J. McDonald regarding letter to IRS appeals (.3); finalize letter to IRS appeals (.7) Brian C. Bernhardt 1.50 hours at 475.00 per hour.	\$712.50
07/13/09	Review correspondence from IRS appeals officer Craig D. Bell .20 hours at 530.00 per hour.	\$106.00
07/14/09	Prepare for follow-up discussion with IRS appeals officer on protested tax items Craig D. Bell 1.80 hours at 530.00 per hour.	\$954.00
07/15/09	Follow-up analysis on tax refund jurisdiction issue for sale-leaseback tax dispute Craig D. Bell 2.30 hours at 530.00 per hour.	\$1,219.00
07/16/09	Analysis on bankruptcy court jurisdiction for sale leaseback tax claim Craig D. Bell 2.30 hours at 530.00 per hour.	\$1,219.00
07/16/09	E-mails and telephone conferences with parties regarding Newport News tax claim and research issues regarding same and telephone conference with debtors' professionals regarding response and related issues Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
07/17/09	Continue analysis on impact of TAM submission on tax refund claim proceeding for bankruptcy court Craig D. Bell 4.30 hours at 530.00 per hour.	\$2,279.00
07/20/09	E-mails regarding Newport News tax motion and resolution of same Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00
07/20/09	Continue analysis of sale leaseback tax refund claim Craig D. Bell 3.70 hours at 530.00 per hour.	\$1,961.00

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07/20/09	E-mails with parties regarding Ernst and Young expansion and strategies regarding tax issues (.5); multiple e-mails and telephone conferences with parties regarding Newport News taxes and pending motions (.7) Daniel F. Blanks 1.20 hours at 375.00 per hour.	\$450.00
07/21/09	E-mails regarding tax criminal fraud investigations unit request for information and documents relating to W-2s Douglas M. Foley .30 hours at 550.00 per hour.	\$165.00
07/21/09	Evaluate IRS legal positions on sale leaseback tax issue Craig D. Bell 1.10 hours at 530.00 per hour.	\$583.00
07/23/09	E-mails regarding tax issues, forth coming tax objections and possible document production relating to W-2's Douglas M. Foley .20 hours at 550.00 per hour.	\$110.00
07/23/09	Work on strategy for follow-up on meeting with IRS appeals office Craig D. Bell 1.50 hours at 530.00 per hour.	\$795.00
07/24/09	Telephone call with IRS appeals officer, K. Lester (.3); review case file to analyze issues raised by IRS appeals officer (2.6); review client's tax protest position issues (.3) Craig D. Bell 3.20 hours at 530.00 per hour.	\$1,696.00
07/24/09	E-mails with in-house tax department regarding tax strategies Daniel F. Blanks .60 hours at 375.00 per hour.	\$225.00
07/27/09	Analysis on issues raised by IRS appeals officer, K. Lester (3.2); review IRS workpapers and related documents (.9) Craig D. Bell 4.10 hours at 530.00 per hour.	\$2,173.00
07/28/09	Review file documents relating to IRS appeals officer inquiry (2.4); telephone call with IRS appeals officer (.2); outline issues documents (.6) Craig D. Bell 3.20 hours at 530.00 per hour.	\$1,696.00

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07/29/09 Complete analysis related to IRS appeals
officer (4.4); two telephone calls with IRS
appeals officer (.6); prepare note to client
and answer client e-mail questions on tax
matters (.4)
Craig D. Bell 5.40 hours at 530.00 per hour. \$2,862.00

07/30/09 Continue analysis on issues raised by IRS
appeals officer
Craig D. Bell 1.80 hours at 530.00 per hour. \$954.00

07/30/09 E-mails with tax department regarding tax
issues and strategies
Daniel F. Blanks .70 hours at 375.00 per hour. \$262.50

07/31/09 Work on responses to follow-up on questions
raised by IRS appeals officer
Craig D. Bell 3.10 hours at 530.00 per hour. \$1,643.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	1.4	\$770.00
Craig D. Bell	\$530.00	45.9	\$24,327.00
Brian C. Bernhardt	\$475.00	2.5	\$1,187.50
Daniel F. Blanks	\$375.00	8.2	\$3,075.00
TOTAL FEES		58.0	\$29,359.50

Re: Claims Administration

Our File No. 2055557-0250
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/01/09 Analyze issues on wage/hour alleged class
claims and e-mails with client and debtors
professionals regarding same (1.3); several
telephone calls and e-mails with creditors
regarding responses to omnibus objections and
late claim issues (1.2)
Douglas M. Foley 2.50 hours at 550.00 per hour. \$1,375.00

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07/01/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding omnibus objections to claims and related issues and review and analyze objections, claims, notices and other documentation regarding same and multiple e-mails and telephone conferences with clerk's office regarding omnibus objections and responses and related issues and research issues regarding same		
	Daniel F. Blanks	3.80 hours at 375.00 per hour.	\$1,425.00
07/01/09	Correspond with creditors regarding objections to claims and research same claims (1.5); correspond with debtors' professionals regarding claims objections (.5)		
	Bryan A. Stark	2.00 hours at 295.00 per hour.	\$590.00
07/01/09	Review omnibus objections tracking chart (3.2); prepare responses to omnibus objections for hearing (1.5)		
	Linda J. Neilson	4.70 hours at 185.00 per hour.	\$869.50
07/02/09	Several e-mails and telephone calls with client and counsel for claimants regarding reconciliation and status of claims, omnibus claim objections and resolution of responses, 503b9 claims strategy, late claims issues and timing of hearings and protocol for hearing on July 6th and July 23rd (1.8); telephone conference with creditors counsel regarding 503b9 non-goods issues and possible timing of summary judgment issues (.2)		
	Douglas M. Foley	2.00 hours at 550.00 per hour.	\$1,100.00
07/02/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding omnibus objection to claims, review and analyze claims, pleadings, notices and documents regarding same (2.9); multiple telephone conferences and e-mails with clerk's office regarding responses to omnibus claims objections and related issues (1.5)		
	Daniel F. Blanks	4.40 hours at 375.00 per hour.	\$1,650.00

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07/03/09	Review and analyze responses to omnibus claim objections for status hearing on July 6th and analyze possible resolutions to same (1.8); review and analyze e-mails from creditors counsel regarding resolutions and reconciliation of 503b9 claims and e-mails with client and debtors professionals regarding same (1.6)	Douglas M. Foley	3.40 hours at 550.00 per hour.	\$1,870.00
07/03/09	E-mails with parties regarding responses to omnibus objections to claims and related issues; review claims, pleadings, objections and related issues	Daniel F. Blanks	1.60 hours at 375.00 per hour.	\$600.00
07/05/09	Review omnibus claim objection responses in preparation for omnibus hearing on July 6th	Douglas M. Foley	1.40 hours at 550.00 per hour.	\$770.00
07/05/09	Work on omnibus objection responses	Karen B. Cain	2.70 hours at 195.00 per hour.	\$526.50
07/06/09	Several e-mails and meeting with client regarding status of next round of omnibus claim objections and review response to same in preparation for hearing	Douglas M. Foley	1.70 hours at 550.00 per hour.	\$935.00
07/06/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding omnibus objections to claims; review and analyze claims, pleadings, notices and other documentation regarding same (1.4); continue drafting omnibus objection to claims and research issues regarding same and orders regarding same (.7); multiple e-mails and telephone conferences with clerk's office regarding responses to omnibus objections to claims and research claims regarding same (1.1)	Daniel F. Blanks	3.20 hours at 375.00 per hour.	\$1,200.00
07/06/09	Correspond with debtors' professionals regarding omnibus claims objections and orders approving	Bryan A. Stark	.50 hours at 295.00 per hour.	\$147.50
07/06/09	Review and revise omnibus objections chart and binders	Linda J. Neilson	2.10 hours at 185.00 per hour.	\$388.50

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07/07/09 Prepare for and attend meetings with client and debtors professionals regarding status of claim objections, resolutions and strategy going forward (7.2); several telephone calls, e-mails and voicemails with creditors regarding late responses and administrative claim bar date issues (.9)
Douglas M. Foley 8.10 hours at 550.00 per hour. \$4,455.00

07/07/09 Prepare for and participate in conferences regarding claims with in-house team and debtors' professionals regarding omnibus objection to claims and related issues and review and analyze issues regarding same and review and analyze documents and pleadings regarding same (3.1); continue drafting and revising omnibus objections to claims and research issues regarding same and review exhibits regarding same (1.4)
Daniel F. Blanks 4.50 hours at 375.00 per hour. \$1,687.50

07/07/09 Correspond with various creditors regarding objections to claims
Bryan A. Stark .60 hours at 295.00 per hour. \$177.00

07/07/09 Retrieve and organize responses to omni objections five, six and fourteen (1.6); retrieve and organize responses to all omni objections (2.6)
Linda J. Neilson 4.20 hours at 185.00 per hour. \$777.00

07/08/09 Analyze issues relating to 9019 omnibus procedures for settling various aspects of claims and AR and tiered approach regarding same and e-mail memorandum to client regarding same (1.3); continue review preference analysis of various claimants, offsets for AR and strategy to resolve and e-mails with client and debtors professionals regarding same (.9); review AR claims and demands letters regarding collection (.4)
Douglas M. Foley 2.60 hours at 550.00 per hour. \$1,430.00

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07/08/09	Multiple telephone conferences and e-mails with parties regarding claim objections and research issues regarding same (1.1); continue drafting omnibus objections to claims and research issues regarding same and review and analyze multiple issues regarding same and file same and e-mails with debtors' professionals regarding same (2.5); prepare orders regarding multiple omnibus objections and review responses regarding same (1.3) Daniel F. Blanks 4.90 hours at 375.00 per hour.	\$1,837.50
07/08/09	Research, retrieve and organize responses to omni objections Linda J. Neilson 3.70 hours at 185.00 per hour.	\$684.50
07/08/09	Work on chart of administrative claims (3.2); research claims noticing agent filings (1.7) Karen B. Cain 4.90 hours at 195.00 per hour.	\$955.50
07/09/09	Review draft of settlement procedures motion and analyze issues regarding same (.9); several e-mails with constituencies regarding pending claim settlements and analysis regarding same and protocol (.9); several e-mails with client and creditors counsel regarding status of various claim reconciliations and status of potential resolutions, including preference analysis, including SDI, Navarre, Symantec and Alliance and SIM (2.2) Douglas M. Foley 4.00 hours at 550.00 per hour.	\$2,200.00
07/09/09	Continue drafting omnibus objections to claims and research issues regarding same and review and analyze claims, pleadings, notices and orders regarding same (.7); multiple telephone conferences and e-mails with claimants and debtors professionals regarding claims, objections and related issues (1.3); continue review of proposed orders for omnibus claims objection orders and review responses regarding same (1.4) Daniel F. Blanks 3.40 hours at 375.00 per hour.	\$1,275.00
07/09/09	Correspond with debtors' professionals regarding omnibus objections (.5); correspond with creditors and creditors counsel regarding omnibus objections to claims (.6) Bryan A. Stark 1.10 hours at 295.00 per hour.	\$324.50

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07/09/09	Retrieve and organize responses to fifth, sixth and fourteenth omni objection (1.3); revise tracking chart and binders for responses to omni objections (3.4) Linda J. Neilson 4.70 hours at 185.00 per hour.	\$869.50
07/10/09	Several e-mails with creditors and creditors counsel regarding responses to omnibus objection and status hearing for July 23rd and e-mails with client and debtors professionals regarding same (1.8); review memorandum from client regarding status of claim objection and resolution process (.3); review settlement procedures motions and e-mails with debtors professionals and committee's professionals regarding same (.5) Douglas M. Foley 2.60 hours at 550.00 per hour.	\$1,430.00
07/10/09	E-mails and telephone conferences with debtors' professionals and claimants regarding omnibus objections to claims and related issues and review issues regarding same Daniel F. Blanks .70 hours at 375.00 per hour.	\$262.50
07/10/09	Correspond with debtors' professionals regarding omnibus objections to claims and orders on omnibus objections (.4); telephone calls with creditors requesting information regarding omnibus objections to claims (.7); analyze and revise orders granting omnibus objections and cross-reference draft exhibits to orders against responses (1.8) Bryan A. Stark 2.90 hours at 295.00 per hour.	\$855.50
07/10/09	Review and revise tracking chart and binders regarding responses to omni objections Linda J. Neilson 3.70 hours at 185.00 per hour.	\$684.50
07/10/09	Work on administrative claims research (2.1); prepare claims for professional review (2.7) Karen B. Cain 4.80 hours at 195.00 per hour.	\$936.00
07/12/09	Review reports and e-mail memoranda from client regarding status of reconciliation of various claims, account receivables and payables with various merchandise vendors and analyze same and e-mails with creditors counsel regarding same and possible resolution Douglas M. Foley 2.40 hours at 550.00 per hour.	\$1,320.00

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07/13/09	Numerous telephone calls and e-mails with creditors counsel and claimants regarding responses to omnibus claim objections and possible resolution of same and protocol for status hearing on July 23rd (2.4); several e-mails with client regarding status of omnibus objection to litigations claims and strategy and timing of same (.7) Douglas M. Foley 3.10 hours at 550.00 per hour.	\$1,705.00
07/13/09	E-mails with debtors' professionals and claimants regarding omnibus objections to claims and strategies regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
07/13/09	Analyze exhibits to omnibus orders for inclusion of all responses filed (.7); correspond with debtors' counsel regarding omnibus orders and exhibits thereto and update accordingly (.5) Bryan A. Stark 1.20 hours at 295.00 per hour.	\$354.00
07/14/09	Review settlement procedures motion and e-mails regarding same (.8); several e-mails with creditors, client and debtors professionals regarding responses to omnibus claim objections and status hearing on July 23rd for pending claim objections (1.6) Douglas M. Foley 2.40 hours at 550.00 per hour.	\$1,320.00
07/14/09	E-mails with debtors' professionals and claimants regarding omnibus objections to claims and related issues and review material regarding same and analyze issues regarding same and research issues regarding same Daniel F. Blanks 1.30 hours at 375.00 per hour.	\$487.50
07/15/09	Meetings and e-mails with client and debtors professionals regarding omni claim objection process and next round of objections (1.9); review and revised pleadings and exhibits for Omni twenty-five and twenty-six (.8); several e-mails and telephone calls with creditors, client and creditors counsel regarding responses to claim objections and status of reconciliation of same (1.7) Douglas M. Foley 4.30 hours at 550.00 per hour.	\$2,365.00

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07/15/09	E-mails and telephone conferences with debtors' professionals and claimants regarding omnibus objections to claims and related issues and review material regarding and analyze issues regarding same Daniel F. Blanks 1.40 hours at 375.00 per hour.	\$525.00
07/15/09	Update orders on omnibus objections seven, eight, nine, and ten and circulate to debtors' professionals (.6); correspond with debtors' professionals regarding omni objections and incorporate comments (.8); review objection to Infogain's administrative claim prior to filing (1.0); receive and respond to phone calls from creditors regarding omnibus claims objections and other inquiries (.8) Bryan A. Stark 3.20 hours at 295.00 per hour.	\$944.00
07/15/09	Revise tracking chart and binders for responses to omni objections Linda J. Neilson 2.20 hours at 185.00 per hour.	\$407.00
07/16/09	Review and revise next round of omnibus claim objections and e-mails with client and debtors professionals regarding same (1.3); telephone calls and e-mails with creditors and creditors counsel regarding responses to omnibus claim objections and status hearings on for July 23rd (1.4) Douglas M. Foley 2.70 hours at 550.00 per hour.	\$1,485.00
07/16/09	Multiple telephone conferences and e-mails with debtors' professionals and claimants regarding omnibus objections to claims and related issues and review material regarding and analyze issues regarding same (1.2); research issues regarding possible claim against Delphi and e-mails and telephone conferences with debtors' professionals and in-house regarding same (.8) Daniel F. Blanks 2.00 hours at 375.00 per hour.	\$750.00
07/16/09	Correspond with chambers regarding orders on omnibus claims objections, prepare orders on omnibus objections seven, eight, nine, and ten and e-mail for entry (1.3); draft motion to shorten notice, motion to expedite hearing and notice of settlement procedures motion (1.5); file settlement procedures motion, motion to shorten, motion to expedite and notice of motions and arrange for service thereof (.5); draft response to Newport News' motion for	

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administrative expenses and file (.6); draft
omnibus objection numbers twenty-five and
twenty-six and circulate for review and comment
(1.5)

Bryan A. Stark 5.40 hours at 295.00 per hour. \$1,593.00

07/16/09 Revise tracking chart and binders for responses
to omni objections

Linda J. Neilson 2.30 hours at 185.00 per hour. \$425.50

07/16/09 Research bankruptcy court docket regarding
objections (.5); analyze administrative expense
responses (1.2); work on binder for
administrative expense response to objections
(2.3)

Karen B. Cain 4.00 hours at 195.00 per hour. \$780.00

07/17/09 Finalize omnibus claim objection twenty-five
and twenty-six regarding PTO claims for filing
and review and revised language regarding same
(1.2); e-mails with creditors counsel regarding
entry of omni orders (.3); e-mails regarding
filing POCs for debtor in Anderson case (.2)

Douglas M. Foley 1.70 hours at 550.00 per hour. \$935.00

07/17/09 Multiple telephone conferences with claimants
regarding omnibus objections to claims and
related issues and review and analyze claims,
objections, notices and other information
regarding same

Daniel F. Blanks 1.30 hours at 375.00 per hour. \$487.50

07/17/09 Draft notices of omnibus objections twenty-five
and twenty-six (.9); update omnibus objections
twenty-five and twenty-six with information
from Circuit City and comments from debtors'
professionals (1.0); file omnibus claim
objections twenty-five and twenty-six and
notices thereof and arrange for service (.6)

Bryan A. Stark 2.50 hours at 295.00 per hour. \$737.50

07/17/09 Revise tracking chart and binders for responses
to omni objections

Linda J. Neilson 2.20 hours at 185.00 per hour. \$407.00

07/18/09 Review documents and e-mails regarding
Mitsubishi claims and possible resolution of
claims objection and e-mails with creditors
counsel regarding same

Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

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07/19/09	Review and update tracking chart for omnibus objections responses Linda J. Neilson 2.50 hours at 185.00 per hour.	\$462.50
07/20/09	Review claims waterfall analysis and status of omnibus claims objection responses and e-mails with creditors, client and debtors professionals regarding same Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
07/20/09	Multiple telephone conferences and e-mails with claimants regarding omnibus objections to claims, responses and related issues (2.2); continue drafting omnibus objections to claims and research issues regarding same (1.9) Daniel F. Blanks 4.10 hours at 375.00 per hour.	\$1,537.50
07/20/09	Correspond with various creditors counsel regarding responses to objections to claims and clarification Bryan A. Stark .70 hours at 295.00 per hour.	\$206.50
07/20/09	Review and update tracking chart and binders for omnibus objections responses Linda J. Neilson 4.80 hours at 185.00 per hour.	\$888.00
07/21/09	Telephone calls and e-mails with creditors counsel regarding reconciliation of various claim of vendors, setoff issues, recoupment issues and preference exposure, including Mitsubishi, Andrews Electronics, Sony and Symantec Douglas M. Foley 1.80 hours at 550.00 per hour.	\$990.00
07/21/09	Multiple telephone conferences and e-mails with creditors and parties in interest regarding omnibus objections to claims and related issues and review and analyze claims, notice, objections and other items regarding same (2.4); draft notice regarding hearing on 503(b)(9) non-goods objection and e-mails with debtors' professionals regarding same (.9) Daniel F. Blanks 3.30 hours at 375.00 per hour.	\$1,237.50
07/21/09	Correspond with counsel to creditors and counsel to tax authorities regarding claims against debtors Bryan A. Stark .50 hours at 295.00 per hour.	\$147.50

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07/21/09	Research, retrieve and organize documents for claims chart and binders Linda J. Neilson 4.00 hours at 185.00 per hour.	\$740.00
07/22/09	Meetings with company personnel and management regarding claims process and review status of various objections and settlement proposals Douglas M. Foley 5.90 hours at 550.00 per hour.	\$3,245.00
07/22/09	Prepare for and participate in multiple meetings regarding claims, omnibus objections to claims and related issues and review and analyze claims, pleadings, notices, and other documentation regarding same and analyze strategies regarding same (5.7); prepare for July 23, 2009 omnibus hearing regarding omnibus objections and review and analyze responses regarding same and review charts regarding filed claims (3.4) Daniel F. Blanks 9.10 hours at 375.00 per hour.	\$3,412.50
07/22/09	Correspond with counsel to creditors regarding validity and basis of proof of claim (.5); draft omnibus objections twenty-seven, twenty-eight and twenty-nine and notices thereof (2.0) Bryan A. Stark 2.50 hours at 295.00 per hour.	\$737.50
07/23/09	Continue to prepare for omnibus claim objections hearings, multiple telephone conferences with creditors, claimants, parties in interest and debtors professionals and review responses regarding same Daniel F. Blanks 4.40 hours at 375.00 per hour.	\$1,650.00
07/23/09	Draft correspondence regarding request for information from debtors (.3); draft omnibus objections thirty and thirty-one and notices thereof (1.5); correspond with debtors' professionals regarding omnibus objections and exhibits thereto (.8) Bryan A. Stark 2.60 hours at 295.00 per hour.	\$767.00
07/24/09	E-mails and analysis regarding substance and timing of filing next rounds of omnibus claims objections Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00

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07/24/09	Multiple telephone conferences and e-mails with debtors' professionals and creditors and parties in interest regarding omnibus claim objections and research issues and strategies regarding same and review claims regarding same and draft, revise, and file additional omnibus objections to claims regarding same Daniel F. Blanks 4.80 hours at 375.00 per hour.	\$1,800.00
07/24/09	Correspond with debtors' professionals regarding omnibus objections numbers twenty-seven, twenty-eight, twenty-nine, thirty, and thirty-one and finalize and file omnibus objections numbers twenty-seven, twenty-eight and twenty-nine and notices thereof (2.0) Bryan A. Stark 2.00 hours at 295.00 per hour.	\$590.00
07/26/09	E-mails with claimants regarding omnibus objections to claims and review and analyze claims, pleadings, notices and orders regarding same Daniel F. Blanks .80 hours at 375.00 per hour.	\$300.00
07/27/09	E-mails with various creditors, creditors counsel, client and debtors professionals regarding status of claim reconciliations and next omnibus objections (.7); e-mails relating to Andrew Electronics claim and analyze issues regarding same (.5); e-mails with creditors counsel regarding claim disallowance orders and corrections to same (.4) Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00
07/27/09	Continue drafting and revising multiple omnibus objections to claims, research multiple issues regarding same and review and analyze claims, pleadings, orders and documents regarding same (5.2); e-mails and telephone conferences with debtors' professional and claimants regarding omnibus objections to claims and analyze issues regarding same (1.5) Daniel F. Blanks 6.70 hours at 375.00 per hour.	\$2,512.50
07/27/09	Review and comment on revised 30th omnibus objection to claims Bryan A. Stark .40 hours at 295.00 per hour.	\$118.00
07/27/09	Review and revise chart regarding responses to omni objections Linda J. Neilson 2.10 hours at 185.00 per hour.	\$388.50

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07/28/09	Analyze issues regarding pending claims orders (.4); telephone conference with counsel for SIM/Alliance regarding claim reconciliation and analyze issues regarding same and e-mails to client regarding same (.9); review preference analysis for Andrews Electronics (.3); e-mails regarding Mitshubishi claims and e-mails with counsel regarding same (.3); review stipulation regarding Cannon settlement and e-mails regarding same with client and debtors professionals (.3)	Douglas M. Foley	2.30 hours at 550.00 per hour.	\$1,265.00
07/28/09	Multiple telephone conferences and e-mails with creditors, parties in interest and debtors' professionals regarding claim objections, responses, orders and related issues and draft orders and other matters regarding same and review and analyze correspondence, orders, notices and other pleadings regarding same	Daniel F. Blanks	3.60 hours at 375.00 per hour.	\$1,350.00
07/28/09	Review exhibits to tenth omni objection order	Linda J. Neilson	.20 hours at 185.00 per hour.	\$37.00
07/29/09	Telephone calls and e-mails with client and creditors counsel regarding claims reconciliation, including Symatec, Gateway, Mitshubishi and other creditors claims and exposure	Douglas M. Foley	.70 hours at 550.00 per hour.	\$385.00
07/29/09	Multiple telephone conferences and e-mails with claimants and debtors' professionals regarding omnibus objections to claims and related issues and review and analyze claims, pleadings and other documents regarding same (3.1); continue draft and revise omnibus objections to claims and research issues regarding same (1.6); review motion to reconsider disallowance, research issues and reconcile issues with claimant and file withdrawal regarding same (1.8).	Daniel F. Blanks	6.50 hours at 375.00 per hour.	\$2,437.50
07/29/09	Prepare documents for circulation regarding responses to omnibus objections	Linda J. Neilson	.90 hours at 185.00 per hour.	\$166.50

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07/30/09 Meetings with client at client's offices regarding status of claims analysis and reconciliation, preference analysis, accounts receivable demands, and litigation claims and continue development of strategy and action plan for next set of omnibus objections to claims (6.2); e-mails and telephone call with creditors counsel regarding Wielder class settlement claims and legal analysis (.3)
Douglas M. Foley 6.50 hours at 550.00 per hour. \$3,575.00

07/30/09 Prepare for and participate in meetings and conferences regarding omnibus objections to claims and strategies regarding same and review and analyze claims, pleadings, charts and documents regarding same
Daniel F. Blanks 4.50 hours at 375.00 per hour. \$1,687.50

07/30/09 Correspond with debtors' professionals regarding proof of claim in Interlink bankruptcy (.4); review and analyze documentation and prepare proof of claim (1.4)
Bryan A. Stark 1.80 hours at 295.00 per hour. \$531.00

07/31/09 Analyze claims issues relating to substantive consolidation, including PBGC issue and conference with client and debtors professionals regarding same
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

07/31/09 E-mails and telephone conferences with parties regarding pending omnibus objections to claims and related issues and review and analyze claims and orders regarding same
Daniel F. Blanks .90 hours at 375.00 per hour. \$337.50

07/31/09 Correspond with debtors' professionals, prepare, and submit order approving motion for claim settlement procedures to chambers (.6); correspond with debtor and debtors' professionals regarding demand letters and responses (.4)
Bryan A. Stark 1.00 hours at 295.00 per hour. \$295.00

07/31/09 Review, retrieve and organize responses to omnibus objections
Linda J. Neilson 3.50 hours at 185.00 per hour. \$647.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	67.1	\$36,905.00
Daniel F. Blanks	\$375.00	82.1	\$30,787.50
Bryan A. Stark	\$295.00	30.9	\$9,115.50

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Karen B. Cain	\$195.00	16.4	\$3,198.00
Linda J. Neilson	\$185.00	47.8	\$8,843.00
TOTAL FEES		244.3	\$88,849.00

Re: Disclosure Statement and Plan

Our File No. 2055557-0270
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/03/09 Review and analyze revised plan, disclosure statement and motion regarding exclusivity extension
Douglas M. Foley 1.90 hours at 550.00 per hour. \$1,045.00

07/05/09 Review exclusivity motion and e-mails with debtors professionals regarding same
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

07/06/09 Meeting with client and debtors professionals and telephone call with board to discuss issues relating to plan and disclosure statement and review and revise drafts regarding same
Douglas M. Foley 1.40 hours at 550.00 per hour. \$770.00

07/06/09 Review, revise and file motion to extend exclusivity and submit orders regarding same and telephone conference and e-mails with chambers regarding same
Daniel F. Blanks 1.10 hours at 375.00 per hour. \$412.50

07/08/09 E-mails regarding entry of exclusivity order and follow-up regarding same (.2); review plan and disclosure statement revisions and analyze substantive consolidation issues (.5)
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

07/08/09 Telephone conference with chambers and clerk's office regarding extension of exclusivity and debtors' professionals regarding same
Daniel F. Blanks .50 hours at 375.00 per hour. \$187.50

07/09/09 Continue review of edits to plan, including comments from committee and substantive consolidation issues
Douglas M. Foley .90 hours at 550.00 per hour. \$495.00

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07/10/09	Review and analyze comments to plan and disclosure statement and e-mails and telephone call with client and debtors professionals regarding same and substantive consolidation and timing of filing same Douglas M. Foley 1.40 hours at 550.00 per hour.	\$770.00
07/13/09	Telephone call with client and debtors professionals regarding plan and disclosure statement issues and timing of filing same and analyze substantive consolidation issues and claims issues Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
07/15/09	Continue review of comments and edits to proposed joint plan with committee and analyze issue relating to substantive consolidation Douglas M. Foley 1.30 hours at 550.00 per hour.	\$715.00
07/19/09	Review plan and disclosure statement and analyze issues regarding substantive consolidation Douglas M. Foley .70 hours at 550.00 per hour.	\$385.00
07/21/09	Prepare for and participate in status call and strategies regarding plan and disclosure statement and e-mails with debtors' professionals regarding same Daniel F. Blanks .90 hours at 375.00 per hour.	\$337.50
07/22/09	Review and analyze plan edits and meeting with company management regarding issues relating to timing of filing, including substantive consolidation and release issue Douglas M. Foley 2.10 hours at 550.00 per hour.	\$1,155.00
07/22/09	Research substantive consolidation in fourth circuit Bryan A. Stark .80 hours at 295.00 per hour.	\$236.00
07/23/09	Analyze issues relating to substantive consolidation and CCWC issues relating to landlord guarantee claims Douglas M. Foley .80 hours at 550.00 per hour.	\$440.00
07/24/09	Review and analyze sub con analysis and telephone conference with client regarding same and revisions to plan and disclosure statement Douglas M. Foley 1.60 hours at 550.00 per hour.	\$880.00

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07/24/09 Prepare for and participate in telephone
conference regarding plan
Daniel F. Blanks .70 hours at 375.00 per hour. \$262.50

07/24/09 Research and provide citations regarding
substantive consolidation in Eastern District
of Virginia
Bryan A. Stark .80 hours at 295.00 per hour. \$236.00

07/27/09 Review changes to plan and disclosure statement
and analyze issues regarding same, including
substantive consolidation analysis and
participate on call with committee
professionals regarding same and e-mails with
client and debtors' professionals regarding
same
Douglas M. Foley 2.30 hours at 550.00 per hour. \$1,265.00

07/28/09 Review revisions to plan and disclosure
statement and e-mails regarding same
Douglas M. Foley .60 hours at 550.00 per hour. \$330.00

07/29/09 Continue review of edits to plan and disclosure
statement and analyze issues regarding same
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	17.7	\$9,735.00
Daniel F. Blanks	\$375.00	3.2	\$1,200.00
Bryan A. Stark	\$295.00	1.6	\$472.00
TOTAL FEES		22.5	\$11,407.00

Re: Employee Benefits/Pensions

Our File No. 2055557-0280
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/27/09 Review proposed qualified domestic relations
order for compliance regarding 401(k) plan per
request by H. Merten
Elizabeth A. Diller 1.50 hours at 275.00 per hour. \$412.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Elizabeth A. Diller	\$275.00	1.5	\$412.50
TOTAL FEES		1.5	\$412.50

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Re: Intellectual Property Matters

Our File No. 2055557-0310
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/01/09 Review chain of title for LIQUID VIDEO
trademark registration (.2); telephone call to
M. Stavish, prior owner's counsel, to address
recording error (.2); review TMEP (.2); e-mail
to M. Stavish (.2)
Janet P. Peyton .80 hours at 460.00 per hour. \$368.00

07/01/09 Review materials from J. Preas on Brazilian
trademark registration for 800.COM
Janet P. Peyton .10 hours at 460.00 per hour. \$46.00

07/01/09 Research LIQUID VIDEO assignment issue per
instructions from D. Ramsey and conference
call with J. Peyton
Douglas B. Smith 2.00 hours at 295.00 per hour. \$590.00

07/01/09 E-mail from J. Peyton regarding information for
800.COM mark in Brazil (.1); e-mail to agent
with previous correspondence requesting
evaluation of current status of mark (.2)
Kymberleigh B. Gokey .20 hours at 160.00 per hour. \$32.00

07/01/09 Various e-mails from J. Peyton and discussions
regarding LIQUID VIDEO title issues (.1);
discussion with D. Smith regarding same (.1)
Kymberleigh B. Gokey .20 hours at 160.00 per hour. \$32.00

07/06/09 E-mails to and from D. Ramsey regarding
Systemax sale and file transfer and retention
of privileged documents
Janet P. Peyton .40 hours at 460.00 per hour. \$184.00

07/06/09 E-mails with J. Peyton regarding redacting
trademark files related to Systemax sale
Douglas B. Smith .20 hours at 295.00 per hour. \$59.00

07/06/09 Various e-mails from D. Smith and J. Peyton
regarding IP schedules (.2); review all active
trademarks and compare to Systemax IP schedule
(1.1)
Kymberleigh B. Gokey 1.30 hours at 160.00 per hour. \$208.00

07/07/09 E-mails to and from D. Ramsey regarding
proposed assignment of SENS application
Janet P. Peyton .20 hours at 460.00 per hour. \$92.00

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07/07/09	Receive, review and send quarterly trademark report Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
07/07/09	E-mail from J. Peyton regarding 800.COM asset purchase agreement (.1); review trademark schedule in agreement (.2); discussion with J. Peyton regarding same (.1); check status online of all U.S. marks (.5); e-mail to agents in Australia, European Union, Japan regarding status of registered marks and assignment (1.1) Kymberleigh B. Gokey 2.00 hours at 160.00 per hour.	\$320.00
07/08/09	Receive and review office actions for THE SOURCE BY CIRCUIT CITY marks Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
07/08/09	E-mail from agent in Australia regarding 800.COM assignment and renewal (.1); e-mail to agent regarding same (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
07/08/09	Receive and review notice of publication (.1); obtain advertisement page from Official Gazette (.1); prepare correspondence to client transmitting same (.1) Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00
07/08/09	E-mail to agents in Argentina, Brazil, Canada, Chile, China, Columbia, Ecuador, Hong Kong, Mexico, New Zealand, Norway, Saudi Arabia, Switzerland, Taiwan, Uruguay, Venezuela and the Virgin Islands regarding status of 800.COM marks and ability to assign marks from 800.COM, Inc. to Circuit City Stores, Inc. Kymberleigh B. Gokey 3.20 hours at 160.00 per hour.	\$512.00
07/09/09	E-mail from agent in Ecuador regarding status of 800.COM, Inc. marks (.1); subsequent e-mail from agent reporting estimated fees and costs for renewal and assignment of mark (.1); maintain records (.1) Kymberleigh B. Gokey .30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from agent in Columbia regarding status of 800.COM marks (.1); e-mail to agent requesting cost estimates for renewal and recordal of assignment (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00

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07/09/09	E-mail from agent in New Zealand reporting that the registration for both 800.COM marks have lapsed and cannot be renewed (.1); maintain chart and file (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/09/09	E-mail from agent in Argentina providing required power of attorney and requirements regarding Apostille for renewal of 800.COM marks (.1); e-mail to agent with request for cost estimate for recordal of assignment and renewal of trademarks (.1); maintain chart and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from agent in Hong Kong reporting that 800.COM marks were abandoned (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/09/09	E-mail from agent in Australia reporting filing of recordal of assignment of 800.COM registrations (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/09/09	E-mail from agent in Mexico reporting that 800.COM application numbers do not exist on formal records (.1); e-mail to agent providing additional information (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from agent providing power of attorney form for use in renewing 800.COM in Switzerland (.1); determine costs based on estimate provided in foreign currency (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from agent in Norway reporting that 800.COM mark registration can be renewed and assignment can be recorded (.1); e-mail to agent requesting cost estimate for renewal and recordal (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00

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07/09/09	E-mail from agent in Uruguay reporting 800.COM mark registration can be renewed and assignment recorded (.1); determine fees associated with both filings (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from agent in Brazil reporting that 800.COM registrations have lapsed and cannot be renewed or assigned (.1); e-mail to agent regarding same (.1); maintain record and file (.1)	Kymberleigh B. Gokey	.30 hours at 160.00 per hour.	\$48.00
07/09/09	E-mail from J. Vonckers reporting that asset purchase agreement is suitable for recording assignment of 800.COM mark in the EU; maintain record and file	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/10/09	E-mail from agent in Saudi Arabia reporting that they cannot determine status of marks online (.1); e-mail to agent regarding same (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/10/09	E-mail from agent in Argentina with fee estimates regarding 800.COM registrations	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/10/09	E-mail from agent in Taiwan regarding status of 800.COM marks (.1); maintain records (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/10/09	E-mail from agent in Norway regarding estimated costs associated with renewing 800.COM trademarks	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/10/09	E-mail from agent in Colombia regarding fees for renewal and recordal of assignment for 800.COM mark (.1); maintain record	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/10/09	E-mail from agent in Venezuela regarding renewal of 800.COM marks and maintain record	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/13/09	E-mail to D. Ramsey transmitting notice of publication for V trademark application	Janet P. Peyton	.10 hours at 460.00 per hour.	\$46.00

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07/14/09	Telephone calls and e-mails regarding transfer of files to Systemax Janet P. Peyton .40 hours at 460.00 per hour.	\$184.00
07/14/09	E-mails with former trademark counsel for 800.COM regarding renewal in Chile Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
07/14/09	E-mails with J. Peyton to discuss review of Circuit City files Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
07/15/09	Various e-mails regarding transfer of files to Systemax and related privilege issues Janet P. Peyton .10 hours at 460.00 per hour.	\$46.00
07/16/09	E-mail from agent in China regarding status of 800.COM marks in China Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
07/17/09	Review files to be transferred to Systemax Douglas B. Smith 1.10 hours at 295.00 per hour.	\$324.50
07/20/09	Receive and review e-mails from agent in China and send reply Douglas B. Smith .30 hours at 295.00 per hour.	\$88.50
07/20/09	Phone calls with Berinato firm regarding address for Circuit City Douglas B. Smith .10 hours at 295.00 per hour.	\$29.50
07/21/09	Receive subsequent correspondence from agent in Mexico regarding 800.COM registrations (.1); note to J. Sudduth regarding agent's invoice (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
07/23/09	Receive and review notice of allowance for SENS application and e-mail to J. Peyton regarding same Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
07/24/09	Receive and review notice of abandonment for SENS trademark application (.1); maintain database record (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00
07/24/09	Receive and review notice of abandonment for WE'LL HOOK YOU UP (.1); maintain database and file (.1) Kymberleigh B. Gokey .20 hours at 160.00 per hour.	\$32.00

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07/24/09	E-mail from agent in Saudi Arabia reporting status of 800.COM registrations (.1); maintain records (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/24/09	E-mail from agent in Chile reporting status of registration of 800.COM marks (.1); maintain record (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/24/09	E-mail from agent in Ecuador reporting status of 800.COM registration (.1); maintain record (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/24/09	E-mail to Thomson CompuMark regarding search for 800.COM registration in British Virgin Islands (.1); maintain record (.1)	Kymberleigh B. Gokey	.20 hours at 160.00 per hour.	\$32.00
07/27/09	Various e-mails regarding possible privilege review of trademark files	Janet P. Peyton	.10 hours at 460.00 per hour.	\$46.00
07/27/09	Receive and review notice of abandonment from USPTO and maintain record	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/27/09	Receive and review notice of abandonment from USPTO and maintain record	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/27/09	Receive and review notice of abandonment from USPTO and maintain record	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/30/09	Correspondence received from agent regarding non-renewability of 800.COM registrations in New Zealand	Kymberleigh B. Gokey	.10 hours at 160.00 per hour.	\$16.00
07/31/09	Review files to be transferred	Douglas B. Smith	2.00 hours at 295.00 per hour.	\$590.00

Timekeeper	Rate/HR	Hours	Fees
Janet P. Peyton	\$460.00	2.2	\$1,012.00
Douglas B. Smith	\$295.00	6.1	\$1,799.50
Kymberleigh B. Gokey	\$160.00	13.6	\$2,176.00
TOTAL FEES		21.9	\$4,987.50

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Re: Vendor Claim Litigation

Our File No. 2055557-0320
Circuit City Contact Daniel W. Ramsey
McGuireWoods Contact Douglas M. Foley

07/01/09 E-mails and analysis of Andrews Electronics
503b9 20 day receipt claims and e-mails with
client regarding same
Douglas M. Foley .30 hours at 550.00 per hour. \$165.00

07/02/09 E-mails with client and counsel for Andrews
Electronics regarding analysis and
reconciliation of 503b9 claim
Douglas M. Foley .70 hours at 550.00 per hour. \$385.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$550.00	1.0	\$550.00
TOTAL FEES		1.0	\$550.00

Re: Asset Sales

Our File No. 2055557-0321
Circuit City Contact Michelle Mosier
McGuireWoods Contact Douglas M. Foley

07/06/09 Review and revise IP asset sales procedure
motion
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

07/06/09 Draft, revise and file motion to sell IP assets
and related relief and multiple e-mails and
telephone conferences with debtors'
professionals regarding same
Daniel F. Blanks .80 hours at 375.00 per hour. \$300.00

07/08/09 Review docket for motion to sell assets for
review by debtors professionals
Bryan A. Stark .50 hours at 295.00 per hour. \$147.50

07/16/09 Draft order granting motion for sale of
Virginia Beach property (.5); correspond with
chambers regarding submission of orders (.3);
combine order with exhibits to order and e-mail
to court for entry following hearing (.4);
update order approving sale of intellectual
property and combine with exhibits to e-mail to
court for entry following hearing (.5)
Bryan A. Stark 1.70 hours at 295.00 per hour. \$501.50

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07/20/09 Review, analyze, revise and file IP Sale
pleadings and multiple telephone conferences
and e-mails with debtors' professionals
regarding same
Daniel F. Blanks 1.20 hours at 375.00 per hour. \$450.00

07/21/09 Review and analyze orders of court regarding
appearance of counsel (.5); correspond with
creditor counsel regarding hearing on bid
procedures and debtors' consent to motion to
appear telephonically (.2)
Bryan A. Stark .70 hours at 295.00 per hour. \$206.50

07/27/09 E-mails regarding Systemax transaction and
access to counsel files regarding certain IP
assets
Douglas M. Foley .40 hours at 550.00 per hour. \$220.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$550.00	0.8	\$440.00
Daniel F. Blanks	\$375.00	2.0	\$750.00
Bryan A. Stark	\$295.00	2.9	\$855.50
TOTAL FEES		5.7	\$2,045.50

Disbursements and Other Expenses:

Copy Charges	\$1,045.00
Messenger Service	\$109.50
Long Distance Telephone Charges	\$120.40
05/22/09 Now Legal Service Inc. - (Invoice #A56289)	\$93.56
06/05/09 Now Legal Service Inc. - (Invoice #A56509)	\$113.31
06/15/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 06/15/2009	\$13.32
06/17/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 06/17/2009	\$7.23
06/23/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 06/23/2009	\$70.51
07/01/09 FedEx Priority Overnight/Int'l Priority to Glen Allen, VA - Tracking #: 423311580318	\$7.50
07/02/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/02/2009	\$9.23
07/02/09 DANIEL F. BLANKS - Van Service to /from CC hearings for debtors' professionals - 6/23/09; limo	\$450.00
07/06/09 DOUGLAS M. FOLEY - Attend client meetings and hearings in Richmond 6/25; hotel, mileage, parking	\$584.12
07/06/09 GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/06/2009	\$7.04

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07/06/09	FedEx Priority Overnight/Int'l Priority to Towson, MD - Tracking #: 423311581108	\$10.49
07/06/09	AMERICAN EXPRESS - Petition to Revive Abandoned Application for the mark Stylized and/or with Design V	\$100.00
07/06/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/06/2009	\$37.36
07/06/09	RESTAURANTEUR, INC. - Lunch 6/23/09	\$194.81
07/06/09	DANIEL F. BLANKS - Attend meetings and hearing in Richmond; hotel, meals, mileage, cab	\$733.81
07/06/09	DOUGLAS M. FOLEY - Attend dinner with Circuit City clients at LaGrotta	\$278.34
07/07/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/07/2009	\$43.89
07/07/09	FedEx Priority Overnight/Int'l Priority to Watsonville, CA - Tracking #: 423311581520	\$14.34
07/07/09	FedEx Priority Overnight/Int'l Priority to North Palm Beach, FL - Tracking #: 423311581531	\$12.58
07/07/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/07/2009	\$70.03
07/08/09	J&J COURT TRANSCRIBERS, INC. - Court transcription services for 6/9/09	\$229.50
07/08/09	FedEx Priority Overnight/Int'l Priority to Pittsburgh, PA - Tracking #: 423311581690	\$12.15
07/09/09	FedEx Priority Overnight/Int'l Priority to Richmond, VA - Tracking #: 986584519991	\$7.62
07/09/09	FedEx Priority Overnight/Int'l Priority to Wilmington, DE - Tracking #: 986584519980	\$9.40
07/09/09	FedEx Priority Overnight/Int'l Priority to Glen Allen, VA - Tracking #: 986584519970	\$7.62
07/09/09	DOUGLAS M. FOLEY - Travel to and from Richmond for hearing 7/5 - 7/6; hotel, mileage	\$421.87
07/09/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/09/2009	\$26.70
07/09/09	FedEx Priority Overnight/Int'l Priority to Los Angeles, CA - Tracking #: 986584520002	\$14.34
07/09/09	DANIEL F. BLANKS - Cost of van to Omni hearing on 7/06/09	\$360.00
07/10/09	TNT LIMOUSINE & EXECUTIVE SEDAN - Van Service to Bankruptcy Court	\$360.00
07/16/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/16/2009	\$9.03
07/16/09	GENESYS CONFERENCING - Conference call hosted by Douglas M. Foley on 07/16/2009	\$6.85
07/17/09	RESTAURANTEUR, INC. - Lunch 7/6/09	\$150.41
07/17/09	J&J COURT TRANSCRIBERS, INC. - Transcription services	\$225.25
07/17/09	FedEx Priority Overnight/Int'l Priority to Milpitas, CA - Tracking #: 423311585228	\$17.09
07/17/09	FedEx Priority Overnight/Int'l Priority to Shenzen City, GU - CN Tracking #: 423311585310	\$45.77

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07/17/09	FedEx Priority Overnight/Int'l Priority to Garden Grove, CA - Tracking #: 423311585239	\$17.09
07/17/09	FedEx Priority Overnight/Int'l Priority to New York City, NY - Tracking #: 423311585217	\$12.15
07/20/09	DOUGLAS M. FOLEY - Travel to Richmond for bankruptcy hearing 07/14-07/15/09; room, mileage, parking	\$538.00
07/20/09	FedEx Express Saver to Richmond, VA - Tracking #: 991456617450	\$8.39
07/21/09	FedEx Priority Overnight/Int'l Priority to Chesapeake, VA - Tracking #: 423311586316	\$7.62
07/21/09	FedEx Priority Overnight/Int'l Priority to Dallas, TX - Tracking #: 423311586305	\$12.93
07/22/09	SUPERIOR DOCUMENT SERVICES - Copy/scanning service - Board minutes produced pursuant to committee	\$3,775.49
07/23/09	FedEx Priority Overnight/Int'l Priority to Wilmington, DE - Tracking #: 423311587106	\$24.13
07/23/09	FedEx Priority Overnight/Int'l Priority to Salt Lake City, UT - Tracking #: 423311587080	\$19.55
07/24/09	FedEx Priority Overnight/Int'l Priority to Mahwah, NJ - Tracking #: 423311587757	\$9.40
07/24/09	UHTHOFF GOMEZ VEGA & UHTHOFF, S.C. - Agents fees for obtaining status of 800.COM marks in Mexico	\$100.00
07/27/09	KAREN B. CAIN - Copy charges 07/23/09	\$5.00
07/29/09	J&J COURT TRANSCRIBERS, INC. - Court transcription services	\$110.50
	TOTAL EXPENSES	\$10,670.22

Summary of Fees and Expenses:

Total Fees for all Matters:	\$248,910.00
Total Expenses for all Matters:	<u>\$10,670.22</u>
Total for this Invoice:	<u>\$259,580.22</u>